

EXHIBIT A

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF SECOND APPLICATION OF SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES

I, John Wm. Butler, Jr., hereby certify that:

1. I am an attorney at law admitted to practice pro hac vice before this Court and a member of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP (collectively, "Skadden"), counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned cases. I am the professional designated by Skadden in respect of compliance with the Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (Appendix A to 28 C.F.R. § 58), dated May 17, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines").

2. I make this certification in support of the application of Skadden, dated July 31, 2006 (the "Application"), for interim compensation and reimbursement of expenses for the period beginning February 1, 2006 and ending May 31, 2006 (the "Application Period"), in accordance with the Local Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

(a) I have read the Application.

(b) To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines.

(c) Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Skadden and generally accepted by Skadden's clients and disclosed and approved in the order approving the retention of Skadden as the Debtors' restructuring and bankruptcy counsel, including the bundled rate structure.

(d) In providing a reimbursable service, Skadden does not make a profit on that service, whether the service is performed by Skadden in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines, I certify that Skadden has provided monthly statements of Skadden's fees and disbursements by serving monthly statements in compliance with this Court's Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, filed on November 4, 2005, as supplemented (the "Interim Compensation Order").

5. In respect of section B.3 of the Local Guidelines, pursuant to the Interim Compensation Order, I certify that notice of the filing of this Application has been provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases. In addition, in accordance with the Interim Compensation Order, the Application in its entirety has been served on the following parties: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: David Sherbin, Esq. and John Sheehan, (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (iii) counsel for the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Kenneth S. Ziman, Esq. and Robert H. Trust, Esq., (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. and Brian Resnick, Esq., and (vi) the members of the Fee Review Committee and its advisor, Legal Cost Control, Inc., 255

Kings Highway East, Haddonfield, New Jersey 08033, Att'n: John J. Marquess. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Dated: New York, New York
July 31, 2006

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.